

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7643

NEW YORK OFFICE  
425 LEXINGTON AVENUE  
NEW YORK, NY 10174

October 31, 2000

**VIA OVERNIGHT DELIVERY**

K. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243

00-00988

Re: Application of American Fiber Systems, Inc. for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

Dear Mr. Waddell:

On behalf of American Fiber Systems, Inc. ("AFS"), please find enclosed an original and thirteen (13) copies of AFS's Application for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee. Also enclosed is a check in the amount of \$50.00 to cover the requisite filing fee.

Please note that Exhibit C contains confidential and proprietary information not generally available to the public. AFS, therefore, is submitting one copy of this information in a separately sealed envelope attached to the original copy of the application. AFS respectfully requests that the information contained in Exhibit C be given confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure.

Please date stamp and return the extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Should you have any questions concerning this matter, please do not hesitate to contact the undersigned at (202) 945-6923.

Respectfully submitted,

*Ronald W. Del Sesto*

Ronald W. Del Sesto

Counsel for American Fiber Systems, Inc.

Enclosure

cc: Gita Ramachandran  
Robert J. Ridings

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

RECEIVED  
JUL 1 11 31 AM '15  
EXECUTIVE SECRETARY

In the Matter of the Application of )  
 )  
**American Fiber Systems, Inc.** )  
 )  
For a Certificate of Public Convenience and )  
Necessity to Provide Facilities-Based and Resold )  
Local Exchange and Interexchange )  
Telecommunications Services Throughout )  
the State of Tennessee )

Docket No. 00-00988

**APPLICATION**

**I. INTRODUCTION**

Pursuant to the provisions of T.C.A. §§ 65-4-201, Administrative Rules Chapter 1220-4-8, and the Federal Telecommunications Act of 1996 ("Federal Act" or "Act"), 47 U.S.C. § 251 *et seq.*, American Fiber Systems, Inc. ("AFS" or "Applicant") hereby files this Application for a Certificate of Convenience and Necessity to provide facilities-based and resold local exchange and interexchange telecommunications services throughout the State of Tennessee.

In support of its application, AFS provides the following information in compliance with Administrative Rule 1220-4-8-04:

## II. DESCRIPTION OF THE APPLICANT AND CORPORATE AUTHORITY

1. Applicant's legal name is American Fiber Systems, Inc. Applicant maintains its principal place of business at:

American Fiber Systems, Inc.  
100 Meridian Centre, Suite 250  
Rochester, NY 14618  
Telephone: (716) 340-5400  
Facsimile: (716) 340-5401

All questions, correspondence, notices, and other communications regarding this application should be directed to AFS's counsel of record at:

Ronald W. Del Sesto  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, NW, Suite 300  
Washington, D.C. 20007-5116  
Tel.: (202) 945-6923  
Fax: (202) 424-7643

The contact name and address for AFS is:

Gita Ramachandran, Chief Financial Officer  
American Fiber Systems, Inc  
100 Meridian Centre, Suite 250  
Rochester, NY 14618  
Telephone: (716) 340-5400  
Facsimile: (716) 340-5401

2. American Fiber Systems, Inc. is a privately held corporation organized under the laws of the State of Delaware on March 24, 2000.<sup>1</sup> A copy of its Certificate of Incorporation and its Certificate of Authority to Transact Business in Tennessee are attached hereto as Exhibits A and B, respectively.

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<sup>1</sup> Although AFS, at present, is a privately held corporation, the shareholders of AFS plan to form within the next few weeks a holding company and establish that company as the parent of AFS. Although AFS will become a wholly owned subsidiary of the holding company, ultimate ownership and control will not change because: (1) the holding company will be owned and controlled by the same shareholders that currently own and control AFS today and (2) AFS shareholders will have ownership interests in the holding company identical in proportion to those that they currently respectively hold in AFS. Because the restructuring will take place prior to the Commission's action on this application, AFS hereby informs the Commission of the planned *pro forma* change in ownership and control.

3. AFS's officers and directors are as follows:

|                   |   |
|-------------------|---|
| David Rusin       | President and Chief Executive Officer     |
| David Baxter      | Vice President—Operations and Engineering |
| David Danchak     | Vice President—Business Development       |
| Bob DeRosa        | Vice President—Marketing                  |
| Gita Ramachandran | Chief Financial Officer                   |

4. All Officers and Directors can be reached at:

American Fiber Systems, Inc.  
100 Meridian Centre, Suite 250  
Rochester, NY 14618  
Telephone: (716) 340-5400  
Facsimile: (716) 340-5401

5. AFS does not currently have a corporate office located in the State of Tennessee. If AFS opens a corporate office in the State of Tennessee in the future, AFS will promptly advise the TRA.

6. The name and address of AFS's Tennessee Registered Agent is:

CT Corporation System  
530 Gay Street  
Knoxville, TN 37902

### **III. QUALIFICATIONS**

#### **A. Financial Qualifications**

AFS is financially qualified to provide facilities-based and resold local exchange telecommunications services in Tennessee. AFS has access to the financing and capital necessary to conduct the proposed telecommunications operations throughout Tennessee and to fulfill any obligation it may undertake with respect to the operation and maintenance of the

services specified in this Application. In support of its financial qualifications, AFS is providing hereto as Exhibit C its most recent financial statements. This exhibit is being offered to demonstrate AFS's financial ability to provide the proposed services in Tennessee. The attached financial statements are confidential, proprietary, and commercially sensitive. AFS is submitting this information in a sealed envelope and respectfully requests that the financial statements be given confidential treatment and that they not be made a part of the public record or otherwise be made available for public disclosure. The statements demonstrate that Applicant possesses the sound financial resources necessary to effectively procure, install, and operate the facilities and services requested in this Application.

None of the financial statements submitted reflect any amounts related to reciprocal compensation for terminating Internet service provider (ISP) traffic.

**B. Managerial and Technical Qualifications**

AFS possesses the technical and managerial qualifications necessary to provide the services proposed in this Application. AFS's officers are well qualified to execute its business plan, to provide its proposed telecommunications services and to operate and maintain AFS's facilities over which such services will be deployed. Descriptions of the extensive telecommunications and managerial experience of AFS's key personnel, along with a corresponding chart, are attached hereto as Exhibit D. The descriptions demonstrate the managerial and technical experience of the Applicant's management team.

In addition to Tennessee, AFS currently is in the process of obtaining authority to provide telecommunications service in the following jurisdictions: Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi,

Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Utah, Virginia, Washington and Wisconsin. AFS has not had a certificate or license denied or revoked in any jurisdiction.

#### **IV. PROPOSED SERVICES**

AFS proposes to provide local exchange and interexchange services throughout the entire State of Tennessee and, therefore, seeks statewide authority.<sup>2</sup> Initially, the geographic area to be served by the Applicant is identical to the entire area of the existing BellSouth Telecommunications, Inc., and the exchange area of any other local exchange carrier ("LEC") that is not now, or ceases to be, subject to competitive protection as a small or rural LEC pursuant to 48 U.S.C. § 251(f). However, Applicant seeks statewide authority so that it may expand into other service areas as market conditions warrant. Thus, AFS seeks facilities-based and resold authority for all areas in Tennessee as permitted by law. AFS does not expect to deviate from the ILEC's local service areas unless and until the Commission revises its rules on local calling scope.

AFS plans to construct a facilities-based, dedicated and private line fiber optic communications infrastructure. Applicant's network is capable of using high capacity transmission to support advanced capacity-intensive data applications such as frame relay, ATM, multimedia, and Internet-related applications. AFS may also lease its dedicated and private line, fiber optic communications infrastructure to large corporate and government customers for high-bandwidth, secure voice and data networks.

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<sup>2</sup> AFS currently does not plan to provide local exchange services in the service areas of any small or rural LECs as defined by the Telecommunications Act of 1996. However, AFS seeks statewide authority so that it may expand its operations as market conditions warrant and as such areas eventually become open to competition.

AFS believes that the advanced technical characteristics of its network will allow it to be capable of providing the highest levels of reliability, security, and capacity that its target customers typically demand. Applicant does not currently own any telecommunications facilities in the State of Tennessee. Applicant's services will be available on a full-time basis, 24 hours a day, seven days a week.

Initially, AFS may lease the fiber optic facilities of other carriers while its own facilities are being built. As the Applicant completes the build-out of its network, the Applicant may move this traffic onto its own Network. AFS does not have a telecom engineering firm or retainer.

AFS plans to provide telecommunications services in all areas in Tennessee that are served by BellSouth Telecommunications, Inc. and United Telephone, Southeast, Inc. Initially, AFS intends to offer service in Chattanooga, Knoxville, Memphis and Nashville.

AFS is beginning the negotiation process to obtain interconnection agreements with BellSouth and United Telephone, Southeast, Inc. so that it may commence its proposed Tennessee operations upon certification and Tennessee Regulatory Authority's approval of the interconnection agreements.

AFS does not currently own any facilities in the State of Tennessee, including switches, in connection with or to facilitate communication by telephone. Prior to constructing facilities in Tennessee, the Applicant will provide a description of the Tennessee facilities to be constructed.

**V. DESCRIPTION OF REGULATORY COMPLIANCE AND OPERATIONS**

1. Applicant is familiar with and will adhere to all applicable Authority rules, policies and orders governing the provisions of local exchange telecommunications services. As described above, AFS will not initially provide basic voice grade local exchange telephone service. Accordingly, AFS seeks a waiver (to the extent that a waiver is required), from the following requirements set forth in Rule 1220-4-8.04(3)(b): access to 911 and E911 emergency services; Operator and Directory Assistance; Tennessee Relay Center access and support; Blocking Service for 900, 976- type services; Lifeline and Link-Up services; and educational discount requirements. AFS will comply with all these requirements of Rule 1220-4-8.04(3)(b) if in the future AFS begins to offer voice grade services. Applicant has attached hereto a copy of its Small and Minority Owned Telecommunications Business Participation Plan as Exhibit E.

2. In compliance with the Authority's rules, at such time as AFS determines to offer voice services, AFS shall either directly or through other arrangements, provide the emergency, directory, blocking, support, interconnection and other services mandated by the Authority.

3. Customer's with service, billing and repair questions, and complaints may reach AFS using its toll free customer service number. AFS's customer service number is (877) 566-0924. The name, address, and telephone number of AFS's customer service contact is:

David Danchak  
American Fiber Systems, Inc.  
100 Meridian Centre, Suite 250  
Rochester, NY 14618  
Telephone: (716) 340-5400  
Facsimile: (716) 340-5401



4. Applicant does not initially intend to provide basic voice grade service. If Applicant decides to provide voice grade service in the future, it will file a toll dialing parity plan with the TRA at least 60 days prior to providing such service.

5. A certificate of service stating that notice of the application has been served on all eighteen (18) incumbent local exchange telephone companies in Tennessee is attached hereto as Exhibit F.

6. Since AFS will initially not be requesting NXXs, the numbering issues are inapplicable to AFS at this point. However, when AFS does request NXXs, the Applicant will comply with all state and federal rules governing assigning, conserving and acquiring numbering resources.

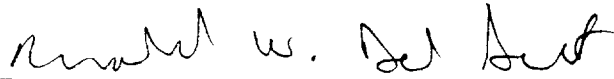
7. There are no complaints filed with any state or federal regulatory agencies involving AFS or affiliated entities.

## **VI. CONCLUSION**

The Tennessee Regulatory Authority has adopted a policy favoring competition in all telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all customers, residential and business, will have access to high quality, low-cost, and innovative telecommunications services, regardless of the service provider they select. The entry of AFS into the telecommunications market will enhance competition in the provision of telecommunications services within the State of Tennessee as prescribed by the Tennessee legislature in Chapter 408 of the Public Acts of 1995 and by Congress through the Telecommunications Act of 1996. Accordingly, AFS anticipates its proposed service will provide subscribers with better quality services and will increase consumer choice of innovative, diversified, and reliable service offerings.

WHEREFORE, American Fiber Systems, Inc. requests that the Tennessee Regulatory Authority approve its Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services throughout the State of Tennessee.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Ronald W. Del Sesto".

Ronald W. Del Sesto  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, NW, Suite 300  
Washington, D.C. 20007-5116  
Tel.: (202) 945-6923  
Fax: (202) 424-7643

Counsel for:  
American Fiber Systems, Inc.

Dated: this 31<sup>st</sup> day of October, 2000

## **EXHIBITS**

|  |           |
|--|-----------|
| Certificate of Incorporation .....                               | Exhibit A |
| Certificate of Authority to Transact Business in Tennessee ..... | Exhibit B |
| Financial Information ( <b>CONFIDENTIAL</b> ) .....              | Exhibit C |
| Managerial and Technical Experience .....                        | Exhibit D |
| Small and Minority-Owned Telecommunications Plan .....           | Exhibit E |
| Rule Compliance Agreement .....                                  | Exhibit F |
| Pre-Filed Testimony of Gita Ramachandran .....                   | Exhibit G |
| Notice and Certificate of Service .....                          | Exhibit H |
| Verification   |           |

**EXHIBIT A**

**Certificate of Incorporation**

Office of the Secretary of State

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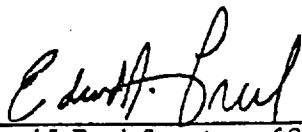
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN FIBER SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3197781 8100

001150287

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0337391

DATE: 03-24-00

**CERTIFICATE OF INCORPORATION**

**OF**

**AMERICAN FIBER SYSTEMS, INC.**

1. The name of the corporation is "American Fiber Systems, Inc."
2. The address of its registered office in the State of Delaware is 15 North Street, Dover, Kent County, Delaware 19901. The name of its registered agent at that address is Nationwide Information Services, Inc.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is three thousand (3,000) shares of common stock, with a par value of one cent (\$0.01) per share.
5. The name and mailing address of the incorporator is Donald R. Adair, c/o Adair Law Firm, 30 Corporate Woods, Rochester, New York 14623.
6. The corporation is to have perpetual existence.
7. The Board of Directors shall have the power to adopt, amend, or repeal the by-laws of the corporation. Election of directors need not be by written ballot.
8. No person shall be elected a director of the corporation, and no director shall be removed as a director, except (a) at a duly called and held meeting of the stockholders entitled to vote in the election or removal, (b) by written consent signed by all the holders of outstanding stock entitled to vote in the election or removal, or (c) by action of the Board of Directors in accordance with Section 223 of the Delaware General Corporation Law as it exists or may be amended or other applicable law, or any successor thereto.
9. To the fullest extent permitted by the Delaware General Corporation Law as it

exists or may be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

10. To the fullest extent permitted by Section 145 of the Delaware General Corporation Law as it exists or may be amended, or any successor provision, the corporation shall indemnify all persons whom it may indemnify pursuant thereto.

11. No amendment to or repeal of Article 9 or 10 shall apply to or have any effect on the liability or alleged liability or right to indemnification for or with respect to any acts or omissions occurring prior to the amendment or repeal.

12. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or a class of creditors, and/or of the stockholders or a class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

13. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by

statute and the Certificate of Incorporation and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this Certificate of Incorporation this 24th day of March, 2000.

  
Donald R. Adair, Incorporator



**EXHIBIT B**

**Certificate of Authority to Transact Business in Tennessee**

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 09/25/00  
REQUEST NUMBER: 4012-1314  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/22/00 1227  
EFFECTIVE DATE/TIME: 09/22/00 1227  
CONTROL NUMBER: 0396161

TO:  
AMERICAN FIBER SYSTEMS, INC.  
100 MERIDIAN CENTRE  
SUITE 250  
ROCHESTER, NY 14623

RE:  
AMERICAN FIBER SYSTEMS, INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 09/25/00

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

RECEIVED: FEES  
\$500.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002743628  
ACCOUNT NUMBER: 00349330



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(FOR PROFIT)

For Office Use Only

RECEIVED  
SEP 22 2001

00 SEP 22 PM 12: 27

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee and for that purpose sets forth:

1. The name of the corporation is American Fiber Systems, Inc.

\*If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. \*If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 3/24/00 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is  
100 Meridian Centre, Suite 250, Rochester, New York 14623

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

530 Gay Street Knoxville Tennessee (Knox County) 37902  
Street City State/Country Zip Code

Registered Agent CT Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)  
See Attached Schedule of Officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)  
See Attached List of Directors

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is  
SEP 30, 2001 (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date

V.P./CFO/Secretary

Signer's Capacity

SS-4431 (Rev. 7/00)

TN021 - 8/04/00 CT System Online

American Fiber Systems, Inc.

Name of Corporation

Signature

Gita Ramachandran

Name (typed or printed)

RDA 1678

4012 11315

AMERICAN FIBER SYSTEMS, INC.

SCHEDULE OF OFFICERS

David G. Rusin  
22 Harwood Lane  
East Rochester, New York 14445

President and Chief Executive Officer

David Baxter  
4 Bauers Cove  
Spencerport, New York 14559

Vice President - Operations and Engineering

David Danchak  
150 Grosvenor Road  
Rochester, New York 14610

Vice President - Business Development

Robert J. DeRosa  
29 Summer Glen Drive  
Penfield, New York 14526

Vice President - Marketing

Gita Ramachandran  
1512 East Avenue  
Rochester, New York 14610

Vice President and Chief Financial Officer

Gita Ramachandran

Secretary

AMERICAN FIBER SYSTEMS, INC.

BOARD OF DIRECTORS

David Rusin

President/Secretary - American Fiber Systems, Inc.  
22Harwood Lane  
East Rochester, NY 14445

Jeffrey Drazen

Partner - Serra Ventures VII, L.P.  
Partner - Serra Ventures Associates VII, L.L.C.  
3000 Sand Hill Road  
Building 4, Suite 210  
Menlo Park, CA. 94025

August, 2000

41012 1317

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN FIBER SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

3197781 8300

001473980

AUTHENTICATION: 0685210

DATE: 09-20-00

**EXHIBIT C**

**Financial Information**

**(CONFIDENTIAL)**

**EXHIBIT C**

**FINANCIAL INFORMATION**

**(CONFIDENTIAL INFORMATION  
FILED UNDER SEAL)**



**EXHIBIT D**

**Managerial and Technical Qualifications**

## **MANAGERIAL AND TECHNICAL QUALIFICATIONS OF AMERICAN FIBER SYSTEMS, INC**

AFS has assembled an outstanding and experienced team of industry professionals to achieve its mission of market leadership. The founding executive team has held key technical, marketing and financial positions at leading broadband and communications companies. The following summaries highlight management's extensive background:

### **David G. Rusin, President & CEO**

Mr. Rusin founded AFS in August 1999. Prior to AFS, he was a founder and Chief Marketing Officer with VoiceWeb Corporation, a provider of Voice over IP platform technology linking the computer on-line world with the telephone. Prior to VoiceWeb, Mr. Rusin was President of Frontier Communications (now Global Crossing). While at Frontier Communications, he established the first Competitive Local Exchange Carrier in the United States in 1994. Before Frontier, Mr. Rusin was President & CEO for Edicon Systems, an Eastman Kodak subsidiary, which delivered digital imaging network solutions on a multinational basis. Prior to Eastman Kodak, Mr. Rusin held a host of executive positions with Nortel Networks ranging from marketing, product management and technology planning. Mr. Rusin has over 20 years of progressive telecommunications industry experience. Dave is a past author and speaker on various digital network topics in the United States and abroad.

### **David M. Baxter, Vice President Operations and Engineering**

Mr. Baxter joined AFS in May 2000. He has over 28 years of Operations and Engineering experience with Citizens Communications. While at Citizens he oversaw the local service network and fiber network deployment in the operating company. Mr. Baxter was the Director of Acquisition Integration at Citizens while increasing their footprint to over 2,000,000 access lines. Prior to overseeing the Acquisition Integration he developed the strategic planning model for acquisition integration. Mr. Baxter has a diverse executive background in all areas of telecommunications ranging from Regulatory, Planning, Customer Service and Networks.

### **David N. Danchak, Vice President Business Development**

Mr. Danchak joined AFS in April 2000. He has more than 30 years of experience in the communications industry. Prior to AFS, Dave was a communications consultant, both wire-line and wireless, for Enterprises, RBOCs, and Consulting Companies. Previous to the consulting activities, he spent three years as VP Sales for Fujitsu focused on delivering platform solutions to the LECs and IXC's. Prior to Fujitsu, Mr. Danchak spent a number of years with a company acquired by Nortel Networks as VP Sales and VP Engineering with product lines in voice, directory, and network database solution sets.

### **Robert J. DeRosa, Vice President Marketing**

Mr. DeRosa joined AFS in April 2000. He has over 25 years of marketing experience in growth companies or markets. Prior to AFS, Mr. DeRosa was a marketing consultant serving a wide variety of telecommunications, Internet and Fortune 100 companies. He has held various senior management positions in marketing and public relations with Frontier Communications (now Global Crossing), Saatchi & Saatchi Rowland and Nortel Networks.

**Kevin Mullaney, Chief Engineer**

Mr. Mullaney joined AFS in May 2000. Mr. Mullaney has over 30 years of technical telecommunications experience. Prior to AFS, Mr. Mullaney was a private consultant designing digital networks for CLECs throughout the Northeast United States. He is formerly the Chief Engineer and design architect for Performance Telecommunications, a leading supplier of digital carrier and optical network solutions for the Central Office. Prior to Performance Telecommunications, Mr. Mullaney was Director of Engineering at Nortel Networks with overall design authority for T-Carrier network products and subsystems.

**Gita Ramachandran, Chief Financial Officer**

Gita Ramachandran, a certified public accountant with an MBA, brings two decades of financial experience to AFS. She comes to AFS from Global Crossing in Rochester, where she was Vice President of Corporate Audit. Prior to Global Crossing, Ms. Ramachandran served as VP of Finance for Ralin Medical in Chicago; was Division Controller at Baxter International in Chicago; and has public accounting experience with both Price Waterhouse Coopers in Chicago and Deloitte & Touche in Toronto.

**Jerry Vinette, Director of Sales**

Jerry Vinette has spent virtually his entire career in telecommunications sales, marketing and management. From 1976-93, he served in a variety of senior-management roles in both the U.S. and abroad for the company that invented computerized directory assistance, which later became Nortel Networks. He has also served as Regional VP of sales for Volt Delta Resources. Mr. Vinette's success in sales and sales management is largely attributable to his technical expertise and wide-ranging telecommunications experience.

**EXHIBIT E**

**Small and Minority-Owned Telecommunications Plan**

## **AMERICAN FIBER SYSTEMS, INC.**

### **Small and Minority-Owned Telecommunications Business Participation Plan**

Pursuant to of T.C.A. §§ 65-5-221, as amended, American Fiber Systems, Inc. (“AFS”) submits this small and minority-owned Telecommunications business participation plan along with its Application for a Certificate of Public Convenience and Necessity to provide intrastate and local exchange service in Tennessee.

#### **1. Policy**

AFS acknowledges the importance of supporting the participation of small and minority-owned telecommunications businesses in the telecommunications industry. To the extent that AFS contracts and/or subcontracts for goods and services in the State of Tennessee in the future, it will be AFS’s policy to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services to AFS in connection with its Tennessee operations.

#### **2. Definitions**

As used in this Plan,

- a. “AFS” means American Fiber Systems, Inc., a Delaware company.
- b. “Small Business” means a telecommunications business with annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.
- c. “Minority Business” means a telecommunications business that is solely owned, or at least fifty-one percent of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.

- d. “Plan” means AFS’s Small and Minority-Owned Telecommunications Business Participation Plan.

### **3. Period of Effectiveness**

This Plan and AFS’s associated duties and activities in connection with this Plan will become effective if and when AFS contracts or subcontracts for goods and/or services in the State of Tennessee in connection with its Tennessee operations. The Plan is limited to the solicitation of goods and services in the State of Tennessee, if any, in connection with AFS’s Tennessee operations.

### **4. Plan Administration**

#### **a. General**

AFS will advise all personnel of the existence of the plan and of its goals established in the Plan.

AFS will exercise due diligence and sensitivity to ensure that opportunities for small and minority owned telecommunications businesses to do business with AFS are equivalent to those opportunities provided to entities which are not small and/or minority owned.

AFS will undertake efforts, as described below, to identify eligible small business and minority business providers of goods and services of the type it expects to use in its Tennessee operations. AFS will invite bids or proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish goods and services to AFS in connection with its Tennessee operations. Selection of contractors will be based upon price and quality considerations, with full and equal consideration given to proposals submitted by small businesses and minority businesses.

#### **b. Plan Administration**

The administration of this Plan will be under the direction of:

Gita Ramachandran, Chief Financial Officer  
American Fiber Systems, Inc  
100 Meridian Centre, Suite 250  
Rochester, NY 14618  
Telephone: (716) 340-5400

**c. Administrator's Responsibilities**

The Administrator will develop policies and procedures to assure the success of the Plan. Specifically, the Administrator's responsibilities pursuant to this Plan include the following:

- i. To develop and maintain a list of eligible Small and Minority-Owned Telecommunications Businesses.
- ii. To obtain available resources for identifying Small Businesses and Minority Businesses interested in furnishing goods and services to AFS and to cultivate an awareness among such businesses as to any opportunities to develop business relations with AFS.
- iii. To serve as a resource for technical assistance to Small Telecommunications Business and Minority Owned Telecommunications Businesses and to refer such businesses to sources of information and other technical assistance.
- iv. To ensure that Small and Minority-Owned Telecommunications Businesses are included in the solicitation for products and services that they are capable of providing.
- v. To review solicitations to ensure that they do not inhibit and/or restrict Small and Minority-Owned Telecommunications Business competition for contracts.
- vi. To maintain AFS's records of solicitations and contract awards, and any related correspondence.
- vii. To review and evaluate AFS's annual performance on Small and Minority-Owned Telecommunications Business contracting.
- viii. To provide required records and reports and to cooperate in any authorized review or reasonable and appropriate surveys or studies by the Tennessee Regulatory Authority.
- ix. To ensure that AFS submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee.
- x. To prepare and submit annual updates to this Plan as required by T.C.A. § 65-5-212.

## **5. Sources for Identifying and Contacting Qualified Businesses**

Among others, the resources that the Plan Administrator may use to identify qualified businesses will include: the Chambers of Commerce, the Tennessee Department of Economic and Community Development, the U.S. Small Business Administration and the Office of Minority Business of the U.S. Department of Commerce, the National Minority Supplier Development Council, the National Association of Women Business Owners and the National Association of Minority Contractors. The Plan Administrator may also identify qualified businesses through participation in trade fairs and industry meetings and through local associations and Minority Supplier Development Councils.

## **6. Goods and Services to be Outsourced**

If in the future AFS has plans to contract or subcontract for goods and/or services in the State of Tennessee, AFS will prepare a list of the goods and services which it plans to outsource and for which qualified businesses could bid.

## **7. Record Maintenance**

If and when AFS outsources any goods and services in Tennessee in connection with its Tennessee operations, AFS will maintain records relating to its Small and Minority Owned Telecommunications Business Participation Plan for the purpose of evidencing the implementation of this policy, for use by AFS in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan, and for use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required. In conjunction with this Record Maintenance, AFS reserves the right to designate documents, reports, surveys and/or studies as “confidential” or “proprietary.”



**EXHIBIT F**

**Rule Compliance Agreement**

## Rule Compliance Agreement

American Fiber Systems, Inc., in applying for authority as provider of Facilities-Based, Local Exchange and Interexchange Telecommunications Services, hereby affirms the following:

Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and Regulations.

Understands the penalties for non-compliance, and all associated fees to provide such service.

Will comply with the TRA Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206.

That all information provided in the attached Petition is true to the best of my knowledge.

By: American Fiber Systems, Inc.  
Company Name

Gita Ramachandran  
Name: Gita Ramachandran  
Title: Chief Financial Officer

Subscribed and sworn before me

this 25th day of October, 2000.

Martin Constable  
Notary Public

MARTIN CONSTABLE  
NOTARY PUBLIC, State of N.Y., Monroe Co.  
My Commission Expires November 28, 2001  
My Commission Expires: \_\_\_\_\_

Seal

**EXHIBIT G**

**Pre-filed Testimony of Gita Ramachandran**

**BEFORE THE TENNESSEE REGULATORY AUHTORITY**

|   |   |                  |
|---|---|------------------|
| In the Matter of the Application of         | ) |                  |
|   | ) |                  |
| American Fiber Systems, Inc.                | ) |                  |
|   | ) | Docket No. _____ |
| For a Certificate of Public Convenience and | ) |                  |
| Necessity to Provide Facilities-Based and   | ) |                  |
| Resold Local Exchange and Interexchange     | ) |                  |
| Telecommunications Services                 | ) |                  |
| Throughout the State of Tennessee           | ) |                  |

**TESTIMONY OF GITA RAMACHANDRAN  
ON BEHALF OF  
AMERICAN FIBER SYSTEMS, INC.**

1 **Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND TELEPHONE**  
2 **NUMBER.**

3 **A.** My name is Gita Ramachandran. My business address is American Fiber Systems, Inc.  
4 (“AFS”), 100 Meridian Centre, Suite 250, Rochester, NY 14618. My business telephone  
5 number is (716) 340-5400.

6 **Q. WHAT IS YOUR POSITION WITH AFS?**

7 **A.** I am the Chief Financial Officer.

8 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL BACKGROUND AND**  
9 **PROFESSIONAL EXPERIENCE.**

10 **A.** Prior to founding AFS, I was the Vice President of Audit for Global Crossing. Prior to  
11 Global Crossing, I was the CFO of two start-up companies and prior to that I was the  
12 Division Controller for a \$9 B in revenue healthcare company.

13 I have a M.B.A. from the University of Western Ontario and an undergraduate  
14 degree in General Science. I am a CPA and have served with Pricewaterhouse Coopers  
15 and Deloitte and Touche for five years.

16 **Q. ARE YOU FAMILIAR WITH THE APPLICATION BEING SUBMITTED**  
17 **CONCURRENTLY WITH THIS TESTIMONY BY AFS TO THE TENNESSEE**  
18 **REGULATORY AUTHORITY FOR A CERTIFICATE OF CONVENIENCE AND**  
19 **NECESSITY TO PROVIDE LOCAL EXCHANGE AND INTEREXCHANGE**  
20 **SERVICES?**

21 **A.** Yes, I am.

22 **Q. ARE ALL STATEMENTS IN AFS’S APPLICATION TRUE AND CORRECT TO**  
23 **THE BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?**

1     **A.**     Yes.

2     **Q.**     **WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?**

3     **A.**     I submit this testimony on behalf of AFS to describe AFS and the services it proposes to  
4             offer in Tennessee and to demonstrate AFS's financial, technical, managerial, and  
5             operational capabilities to operate as a provider of facilities-based and resold local  
6             exchange and interexchange telecommunications services in Tennessee. I will also  
7             demonstrate that grant of AFS's application meets the appropriate regulatory criteria and  
8             is in the public interest.

9     **Q.**     **PLEASE DESCRIBE THE AUTHORITY THAT AFS SEEKS FROM THE**  
10            **COMMISSION.**

11    **A.**     AFS seeks a certificate of convenience and necessity to provide facilities-based and  
12             resold local exchange and interexchange telecommunications services throughout the  
13             State of Tennessee.

14    **Q.**     **PLEASE SUMMARIZE THE MAIN POINTS OF YOUR TESTIMONY.**

15    **A.**     My testimony will address several major issues: a description of AFS's application for a  
16             Certificate of Convenience and Necessity to provide local exchange and interexchange  
17             telecommunications services; a description of AFS's managerial and technical  
18             qualifications; a description of AFS's financial qualifications; a description of the  
19             specific services AFS proposes to offer in Tennessee; and a demonstration that AFS's  
20             proposed local exchange and interexchange services are consistent with the public  
21             interest.

22    **Q.**     **HAVE AFS OR ITS AFFILIATES BEEN AUTHORIZED TO PROVIDE SUCH**  
23             **SERVICE IN ANY OTHER JURISDICTIONS?**

1    **A.**    No. AFS has applications for authority to provide telecommunications services pending  
2           in the states of Kansas, Missouri, Nevada, New York, Oregon and Utah.

3    **Q.**    **HAS AFS EVER BEEN DENIED AUTHORIZATION BY A STATE**  
4           **REGULATORY AGENCY?**

5    **A.**    No, AFS has never been denied authorization by a state regulatory agency.

6    **Q.**    **HAS ANY STATE EVER REVOKED THE CERTIFICATION OF AFS OR ANY**  
7           **OF ITS AFFILIATES?**

8    **A.**    No.

9    **Q.**    **HAS AFS OR ONE OF ITS AFFILIATES EVER BEEN INVESTIGATED OR**  
10           **SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR**  
11           **BILLING IRREGULARITIES?**

12   **A.**    No.

13   **Q.**    **PLEASE DESCRIBE THE CORPORATE STRUCTURE OF AFS.**

14   **A.**    AFS is a privately-held corporation formed under the laws of the State of Delaware on  
15           March 24, 2000. Although AFS, at present, is a privately held corporation, the  
16           shareholders of AFS plan to form within the next few weeks a holding company and  
17           establish that company as the parent of AFS. Although AFS will become a wholly  
18           owned subsidiary of the holding company, ultimate ownership and control will not  
19           change because: (1) the holding company will be owned and controlled by the same  
20           shareholders that currently own and control AFS today and (2) AFS shareholders will  
21           have ownership interests in the holding company identical in proportion to those that they  
22           currently respectively hold in AFS. Because the restructuring will take place prior to the  
23           Commission's action on this application, AFS hereby informs the Commission of the

1 planned *pro forma* change in ownership and control. A copy of AFS's Certificate of  
2 Incorporation and a copy of its Authorization to Transact Business in Tennessee are  
3 attached to AFS's application as Exhibits A and B, respectively.

4 **Q. PLEASE OUTLINE AFS'S MANAGERIAL AND TECHNICAL QUALIFICA-**  
5 **TIONS.**

6 **A.** AFS possesses the managerial and technical qualifications to provide local exchange and  
7 interexchange telecommunications service in Tennessee. AFS's officers are well  
8 qualified to execute its business plan, to provide its proposed telecommunications  
9 services and to operate and maintain AFS' s facilities over which such services will be  
10 deployed. AFS's management team has considerable experience in marketing, network  
11 operations, financial analysis/accounting, customer service, training, sales, regulatory,  
12 and other relevant areas. A description of the extensive telecommunications experience  
13 and expertise of AFS's key personnel is attached to AFS's application as Exhibit D. As  
14 the biographical information for AFS's key personnel reflects, these individuals have  
15 substantial experience in running major telecommunications operations. Each member of  
16 AFS's management team will draw upon his or her own experience, as well as the  
17 collective experience of the entire management team, to ensure that AFS is managed and  
18 operated efficiently and profitably. Exhibit D describes the technical competence of  
19 AFS's personnel in greater detail.

20 **Q. PLEASE DESCRIBE AFS'S FINANCIAL QUALIFICATIONS.**

21 **A.** AFS possesses the financial qualifications required of applicants for the license requested  
22 herein. AFS has access to the financing and capital necessary to conduct its  
23 telecommunications operations as specified in its Application. AFS is currently engaged



1 in a financing round to raise \$250 million in equity and debt. We expect the equity round  
2 to be completed in January and the debt round to be finalized in February, 2001. Thus,  
3 no historical financial documents are available at this time. In lieu of historic financial  
4 statements, attached to AFS's Application as Confidential Exhibit C is a copy of AFS's  
5 most recent financial statements. This exhibit is offered to demonstrate AFS's financial  
6 ability to provide the proposed telecommunications services in the State of Tennessee.  
7 AFS possesses the sound financial support necessary to procure, install, and operate  
8 facilities to provide the services proposed in its Application.

9 **Q. PLEASE DESCRIBE THE TYPES OF SERVICES THAT AFS WILL OFFER IN**  
10 **TENNESSEE.**

11 **A.** AFS seeks a Certificate of Convenience and Necessity to provide all forms of resold and  
12 facilities-based local exchange and interexchange telecommunications services  
13 throughout the State of Tennessee. AFS plans to provide dedicated and private line fiber  
14 optic communications services on a facilities and/or resale basis for local and  
15 interexchange traffic throughout the State of Tennessee. AFS will provide the latest  
16 generation of integrated optical networking equipment that provides access, multiplexing,  
17 switching, and transport; and then AFS will sell time division multiplexed and packetized  
18 broadband private line services to carriers and service providers. AFS may lease its  
19 dedicated and private line fiber optic communications services to large corporate and  
20 government customers for high-bandwidth, secure voice and data networks.

21 AFS believes that the advanced technical characteristics of its Network will allow  
22 it to provide the high levels of reliability, security, and capacity that its target customers  
23 typically demand.

1    **Q.     HOW WILL AFS PROVIDE THESE SERVICES?**

2    **A.**    AFS intends to construct a facilities-based, dedicated and private line, fiber optic  
3           communications infrastructure. AFS will enable this infrastructure with integrated  
4           optical networking equipment that provides access, multiplexing, switching, and  
5           transport. AFS will lease its dedicated and private line fiber optic communications  
6           infrastructure to communications companies with a need to transmit large volumes of  
7           broadband information. Initially, AFS may lease the fiber optic facilities of other carriers  
8           while its own facilities are being built. As AFS completes the build-out of its network, it  
9           may move this traffic onto its own Network. AFS will continuously monitor and  
10          maintain a high level of control over its Network on a 24-hour basis through its network  
11          operations center. AFS does not currently own any telecommunications facilities in the  
12          State of Tennessee.

13   **Q.     WHAT GEOGRAPHIC AREAS WILL AFS SERVE?**

14   **A.**    AFS seeks authority to provide resold and facilities-based local and interexchange  
15          services throughout the state of Tennessee. AFS currently does not plan to provide local  
16          exchange services in the service areas of any exempt small or rural incumbent local  
17          exchange carriers. At the present time, AFS intends to provide service primarily in the  
18          geographic areas currently served by BellSouth Telecommunications, Inc. and United  
19          Telephone, Southeast, Inc. However, AFS requests statewide authority so that it may  
20          expand its service areas in the future as market conditions warrant.

21   **Q.     WILL AFS OFFER SERVICE TO ALL CONSUMERS WITHIN ITS SERVICE**  
22          **AREA?**

23   **A.**    AFS plans to provide service to business and government customers.

1    **Q.     HOW WILL AFS HANDLE CUSTOMER SERVICE?**

2    **A.     AFS will handle customer service orders, requests, inquiries, and/or complaints through a**  
3       **toll-free number, (877) 566-0924.**

4    **Q.     DOES AFS PLAN TO OFFER LOCAL EXCHANGE TELECOMMUNICATIONS**  
5       **SERVICES IN AREAS SERVED BY ANY INCUMBENT LOCAL EXCHANGE**  
6       **TELEPHONE COMPANY WITH FEWER THAN 100,000 TOTAL ACCESS**  
7       **LINES?**

8    **A.     No.**

9    **Q.     PLEASE DESCRIBE THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH**  
10       **AFS'S PROPOSED OFFERING OF TELECOMMUNICATIONS SERVICES IN**  
11       **TENNESSEE.**

12   **A.     Grant of AFS's Application will further the public interest by expanding the availability**  
13       **to Tennessee consumers of technologically advanced telecommunications facilities and**  
14       **services. AFS's network will utilize state-of-the art technology. Its presence in the**  
15       **market will afford consumers an additional choice of telecommunications service**  
16       **providers. The public will benefit both directly, through the use of the high-quality and**  
17       **reliable telecommunications services to be offered by AFS, and indirectly because the**  
18       **expanded presence of AFS in the market will increase the incentives for other**  
19       **telecommunications providers to operate more efficiently, offer more innovative services,**  
20       **reduce their prices, and improve their quality of service. Grant of this Application is**  
21       **therefore in the public interest because it will enhance further the service options**  
22       **available to Tennessee citizens.**

1   **Q.    DOES AFS INTEND TO COMPLY WITH ALL TRA RULES, STATUTES, AND**  
2       **ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS**  
3       **SERVICES IN TENNESSEE, INCLUDING THOSE FOR DISCONNECTION**  
4       **AND RECONNECTION OF SERVICE?**

5   **A.**    Yes. AFS will comply with all applicable TRA rules, statutes and orders pertaining to the  
6       provision of telecommunications services in Tennessee, including those for disconnection  
7       and reconnection of service.

8   **Q.    WHO IS KNOWLEDGEABLE ABOUT AFS'S OPERATIONS AND WILL**  
9       **SERVE AS AFS'S REGULATORY AND CONSUMER SERVICE CONTACT?**

10  **A.**    David Danchak is knowledgeable about AFS's operations. I will serve as AFS's  
11       regulatory contact. David Danchak will serve as AFS's consumer service contact.

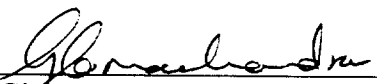
12  **Q.    PLEASE EXPLAIN IN DETAIL AFS'S PROPOSED PROCEDURE FOR**  
13       **RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS**  
14       **STAFF.**

15  **A.**    Please address all questions about AFS's Application to Ronald W. Del Sesto, Swidler  
16       Berlin Shereff Friedman, LLP, 3000 K Street, N.W., Suite 300, Washington, DC 20007.  
17       All questions regarding AFS's ongoing operations should be addressed to David  
18       Danchak, Vice President of Business Development, American Fiber Systems, Inc., 100  
19       Meridian Centre, Suite 250, Rochester, NY 14618.

20  **Q.    DOES THIS CONCLUDE YOUR TESTIMONY?**

21  **A.**    Yes, it does. I reserve the right, however, to amend or modify my testimony, as  
22       appropriate.

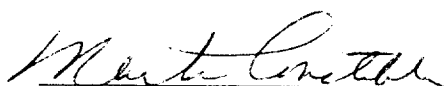
1 I swear that the foregoing testimony is true and correct to the best of my knowledge.

  
Gita Ramachandran  
Chief Financial Officer

American Fiber Systems, Inc,

STATE OF NEW YORK           )  
  )  
COUNTY OF Monroe        )

Subscribed and Sworn to me this 25th day of October, 2000.

  
Notary Public

My Commission Expires:

MARTIN CONSTABLE  
NOTARY PUBLIC, State of N.Y., Monroe Co.  
My Commission Expires November 28, 2001

**EXHIBIT H**

**Notice and Certificate of Service**

**NOTICE OF APPLICATION**

**TO:** Incumbent Local Exchange Carriers operating in the State of Tennessee

**FROM:** Ronald W. Del Sesto  
Counsel to American Fiber Systems, Inc.

**DATE:** October 31, 2000

**RE:** Application of American Fiber Systems, Inc. for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

This is to notify you that the above-referenced application was filed with the Tennessee Regulatory Authority on October 31, 2000. A copy of the application may be obtained from the Tennessee Regulatory Authority.

## **CERTIFICATE OF SERVICE**

I, Robert Ridings, hereby certify that on this 31<sup>st</sup> day of October, 2000, a copy of the foregoing notice was served via first class U.S. Mail on the following:

**1) ARDMORE TELEPHONE  
COMPANY, INC.**

P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449  
(205) 423-2131  
(205) 423-2208 (Fax)

**2) BELLSOUTH**

333 Commerce Street  
Nashville, TN 37201-3300  
(615) 214-3800  
(615) 214-8820 (Fax)

**3) CENTURY TELEPHONE OF  
ADAMSVILLE**

P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310  
(901) 632-3311  
(901) 632-0232 (Fax)

**4) CENTURY TELEPHONE OF  
CLAIBORNE**

P.O. Box 100  
507 Main Street  
New Tazewell, TN 37825  
(423) 626-4242  
(423) 626-5224 (Fax)

**5) CENTURY TELEPHONE OF  
OOLTEWAH-COLLEGE DALE, INC.**

P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363  
(423) 238-4102  
(423) 238-5699 (Fax)

**6) CITIZENS COMMUNICATIONS  
COMPANY OF TENNESSEE**

P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

**7) CITIZENS COMMUNICATIONS  
COMPANY OF THE VOLUNTEER  
STATE**

P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

**8) LORETTO TELEPHONE  
COMPANY, INC.**

P.O. Box 130  
Loretto, TN 38469  
(931) 853-4351  
(931) 853-4329 (Fax)

**9) MILLINGTON TELEPHONE  
COMPANY, INC.**

P.O. Box 429  
4880 Navy Road  
Millington, TN 38083-0429  
(901) 872-3311  
(901) 873-0022 (Fax)

**10) SPRINT-UNITED**

112 Sixth Street  
Bristol, TN 37620  
(423) 968-8161  
(423) 968-3148 (Fax)



**11) TDS TELECOM-CONCORD  
TELEPHONE EXCHANGE, INC.**

P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610  
(423) 966-5828  
(423) 966-9000 (Fax)

**12) TDS TELECOM-HUMPHREYS  
COUNTY TELEPHONE COMPANY**

P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552  
(931) 535-2200  
(931) 535-3309 (Fax)

**13) TDS TELECOM-TELLICO  
TELEPHONE COMPANY, INC.**

P.O. Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009  
(423) 671-4600  
(423) 253-7080 (Fax)

**14) TDS TELECOM-TENNESSEE  
TELEPHONE COMPANY**

P.O. Box 18139  
Knoxville, TN 37928-2139  
(423) 922-3535  
(423) 922-9515 (Fax)

**15) TEC-CROCKETT TELEPHONE  
COMPANY, INC.**

P.O. Box 7  
Friendship, TN 38034  
(901) 677-8181

**16) TEC-PEOPLE'S TELEPHONE  
COMPANY, INC.**

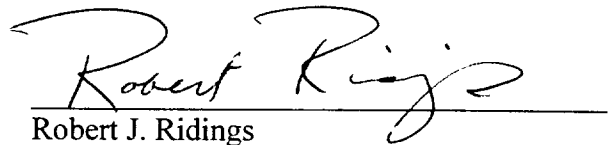
P.O. Box 310  
Erin, TN 37061  
(931) 289-4221  
(931) 289-4220 (Fax)

**17) TEC-WEST TENNESSEE  
TELEPHONE COMPANY, INC.**

P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316  
(901) 742-2211  
(901) 742-2212 (Fax)

**18) UNITED TELEPHONE COMPANY**

P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034  
(931) 364-2289  
(931) 364-7202 (Fax)

  
Robert J. Ridings

## VERIFICATION

## VERIFICATION

State of New York )  
 )  
County of \_\_\_\_\_ ) ss:

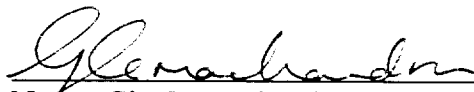
On behalf of American Fiber Systems, Inc., ("AFS" or "Applicant") for a Certificate of Public Convenience and Necessity, I, Gita Ramachandran, Chief Financial Officer, certify and agree that intrastate telecommunications services will be provided in compliance with the Rules and Regulations of the Tennessee Regulatory Authority ("Authority").

I understand that certification as a public utility to provide intrastate telecommunications services is nontransferable and may be revoked by the Authority for violation of Authority Rules and Regulations.

I understand that a certified utility is required to submit annual reports to the Authority recounting activities specified by Authority rules. I further understand that additional reports may be required by the Authority at any time.

I understand that I cannot abandon or discontinue service, or any part thereof, established within the State of Tennessee without prior Authority approval and without having previously made provision, approved by the Authority, for payment of all relevant outstanding liabilities (deposits) to customers within the State of Tennessee.

I further attest that the information provided in this Application and the supporting documents is true and correct to the best of my knowledge and belief.

  
Name: Gita Ramachandran  
Title: Chief Financial Officer  
American Fiber Systems, Inc.

Subscribed and sworn to before me, this 25<sup>th</sup> day of March, 2000.

  
Notary Public

My Commission expires on \_\_\_\_\_.

MARTIN CONSTABLE  
NOTARY PUBLIC, State of N.Y., Monroe Co.  
My Commission Expires November 28, 2000